## IN THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

GOTHAM HOLDINGS LP, PRIMARIUS PARTNERS LP, PRIMARIUS OFFSHORE PARTNERS LTD., PRIMARIUS FOCUS LP and PRIMARIUS CHINA FUND LP,

NO. 07 CV 2563 (MGC)

THE COMPLAINT

Plaintiffs,

v.

NOTICE OF MOTION OF DEFENDANT HEALTH GRADES, INC. TO DISMISS

HEALTH GRADES, INC., MDB CAPITAL GROUP LLC, and ESSEX WOODLANDS

HEALTH VENTURES,

Defendants.

PLEASE TAKE NOTICE that, upon the Declaration of Kenneth J. King, dated July 9, 2007, the exhibits annexed thereto, and the accompanying Memorandum of Law, as well as upon the submissions of co-defendants joined, referenced, and incorporated therein, attorneys for Defendant Health Grades Inc., shall move this Court before the Honorable Miriam G. Cedarbaum, United States District Judge, at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, New York 10007, at 9:30 A.M. on the 6th day of September, 2007 or as soon thereafter as counsel may be heard, for an order dismissing the Complaint in its entirety pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6) and the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4), and for such other and further relief as the Court may deem just and proper.

**PURSUANT** to the stipulation of the parties and the Order of the Court, opposition papers shall be served on or before August 20, 2007 and reply papers shall be served on or before August 31, 2007.

## Respectfully submitted,

Dated: New York, New York July 9, 2007

## OF COUNSEL:

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## /s/ Kenneth J. King

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Attorneys for Defendant Health Grades, Inc.